

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

OCEAN RIDGE CAPITAL ADVISORS, LLC, as Litigation Trustee  
of THE MAS LITIGATION TRUST,

Plaintiff,

-against-

METROPOLITAN LIFE INSURANCE COMPANY,  
THE NORTHWESTERN MUTUAL LIFE INSURANCE  
COMPANY, CAPITAL D'AMERIQUE CDPQ INC., CAISSE DE  
DEPOT ET PLACEMENT DU QUEBEC, CSFB LP HOLDING,  
SKOOG FAMILY INVESTMENTS, LLC, BANCAMERICA  
CAPITAL INVESTORS II, L.P., WINDWARD/PARK AB III,  
L.L.C., WINDWARD CAPITAL PARTNERS L.P., WINDWARD  
CAPITAL ASSOCIATES, L.P., SUEZ CAPITAL PARTNERS II,  
L.P., INDOSUEZ CAPITAL CO-INVEST PARTNERS, L.P., SCP II  
ASSOCIATES, CREDIT SUISSE FIRST BOSTON (USA), INC.,  
CREDIT SUISSE FIRST BOSTON, GOLDMAN SACHS CREDIT  
PARTNERS L.P., JEFFREY A. ANDERSON, JON F. BAKER,  
JOSE R. GARCIA, ROBERT H. BARTON III, H.H. WACASER,  
PETER S. MACDONALD, GARY SWENSON, JOHN F.  
MAYPOLE, THOMAS GRAHAM, DONALD A. MCKAY, HENRY  
A. NICKOL, JEFFREY HODGMAN, A. KIPP KOESTER, CRAIG  
VAN ESS, GURMINDER S. BEDI, THOMAS WALKER, JACK  
SKOOG AND DEAN VANEK

Defendants.

Case No. 07 CV 3213  
(SAS)

**DECLARATION OF**  
**GARY**  
**MEYERHOFF**

GARY MEYERHOFF, under penalty of perjury pursuant to 28 U.S.C. § 1746, declares  
as follows:

1. I am a partner at the law firm of Sonnenschein Nath and Rosenthal LLP, counsel for  
Defendants Metropolitan Life Insurance Company ("MetLife") and The Northwestern Mutual  
Life Insurance Company ("NM"). I am fully aware of the facts and circumstances of this action  
and submit this declaration in support of Defendants Motion For Leave To File Third-Party  
Complaint.

2. Attached as Exhibit A is the proposed Third-Party Complaint by Defendants and Third-Party Plaintiffs MetLife and NM against Richard Newsted.

3. Attached as Exhibit B is a true and correct copy of the Court's July 26, 2007 Amended Scheduling Order.

4. Attached as Exhibit C are true and correct copies of the January 24, 2008 letter from co-defendants counsel Aaron M. Phelps and the January 25, 2008 letter response from John D. Byars to Mr. Phelps.

Dated: New York, New York  
January 31, 2008

A handwritten signature in dark ink, appearing to read 'G. Meyerhoff', is written over a horizontal line.

Gary Meyerhoff (GM-8267)

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